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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	:
	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----X	

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON DECEMBER 20, 2018 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable Robert D. Drain, United States Bankruptcy Judge,
300 Quarropas Street, White Plains, New York 10601

I. UNCONTESTED MATTERS:

1. Motion of Debtors for Entry of an Order (I) Approving the Sale of Certain Real Property, (II) Authorizing the Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief **[ECF No. 938]**

Response Deadline: December 13, 2018 at 4:00 p.m., extended to December 14, 2018 at 4:00 p.m. for certain parties.

Responses Filed: None.

Related Documents:

A. Declaration of Roger A. Puerto **[ECF No. 1053]**

B. Notice of Filing of Revised Proposed Sale Order **[ECF No. 1350]**

Status: This matter is going forward on an uncontested basis.

2. Motion of Debtors for Entry of an Order Authorizing Entry into Administration Agreement **[ECF No. 870]**

Response Deadline: December 13, 2018 at 4:00 p.m.

Resolved Response Filed:

A. Limited Objection of Cross Country Home Services, Inc. **[ECF No. 1200]**

Related Documents: None.

Status: The Debtors have resolved the Objection of Cross Country Home Services, Inc.

3. Motion of Debtors For Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief **[ECF No. 5]**

Response Deadline: November 27, 2018 at 4:00 p.m.

Resolved Responses Filed:

- A. Supplemental Objection of the Official Committee of Unsecured Creditors [ECF No. 884]
 - i. Omnibus Objection of the Official Committee of Unsecured Creditors [ECF No. 740]

Related Documents:

- B. Interim Order [ECF No. 102]
- C. Notice of Filing by the Official Committee of Unsecured Creditors of Statement of Stipulated Facts in Connection with the Debtors DIP Financing Motion and Cash Management Motion [ECF No. 887]

Status: The parties are negotiating a proposed form of final order to be presented to the Court at the Hearing.

II. CONTESTED MATTERS:

- 4. Motion of Omega Advisors Inc. Pursuant to Sections 105 and 363 of the Bankruptcy Code to Enforce the Court's November 19, 2018 Sale Order and Invalidate the Ultra Vires Sale and Lockup of Medium-Term Intercompany Notes [ECF No. 1077]

Response Deadline: December 13, 2018 at 4:00 p.m.

Responses Filed:

- A. Debtors' Objection [ECF No. 1196]
- B. Joinder of The Official Committee of Unsecured Creditors to Debtors' Objection [ECF No. 1214]

Related Documents:

- C. Order Granting Motion Authorizing Debtors to Sell Medium Term Notes [ECF No. 826]
- D. Joinder of Och-Ziff Capital Structure Arbitrage Master Fund, Ltd. to the Motion of Omega Advisors Inc. [ECF No. 1177]
- E. Objection of Cyrus Capital Partners, L.P. [ECF No. 1199]
- F. Omnibus Reply of Omega Advisors Inc. [ECF No. 1292]

G. Reply of Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.
[ECF No. 1294]

Status: This matter is going forward on a contested basis.

5. Debtors' Supplemental Motion for Authority to (I) Obtain Junior Postpetition Financing and (II) Schedule Final Hearing [ECF No. 872]

Response Deadline: November 27, 2018 at 4:00 p.m.

Responses Filed:

- A. Objection of Texas Ad Valorem Taxing Jurisdictions [ECF No. 1120]
- B. Limited Objection of Mien Co., Ltd. [ECF No. 1202]
- C. Limited Objection of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent [ECF No. 1207]
- D. Objection of Luxottica Retail North America Inc. [ECF No. 1234]
 - i. Notice of Filing of Exhibits in Support of Objection of Luxottica Retail North America Inc. [ECF No. 1235]

Related Documents:

- E. Debtors' Omnibus Reply [ECF No. 1297]
- F. Joinder of Cyrus Capital Partners, L.P. to the Debtors' Omnibus Reply [ECF No. 1293]
- G. Notice of Filing of Superpriority Junior Lien Secured Debtor-In-Possession Credit Agreement [ECF No. 881]
- H. Notice of Filing of DIP Intercreditor Agreement [ECF No. 892]
- I. Interim Junior DIP Order [ECF No. 951]
- J. Debtors' Objection to Luxottica Retail North America Inc.'s Motion for Entry of an Order (I) Granting Relief from the Automatic Stay or, in the Alternative, (II) Compelling Assumption or Rejection of Executory Contract [ECF No. 1241]

Status: This matter is going forward on a contested basis.

6. Motion of Debtors for Entry of an Order Extending the Automatic Stay to Certain Non-Debtor Parties **[ECF No. 924]**

Response Deadline: December 13, 2018 at 4:00 p.m.

Response Filed:

- A. Objection of Qazim B. Krasniqi **[ECF No. 1187]**

Responses Adjourned to January 18, 2018:

- B. Response of Sante Marcoccia **[ECF No. 1194]**
C. Objection of Robert A. Catalfamo and Lavarita D. Meriwether **[ECF No. 1197]**
D. Objections of Karen Smith **[ECF Nos. 1298 and 1335]**
E. Objections of Alex Carey **[ECF Nos. 1328 and 1329]**

Related Documents:

- F. Debtors' Reply **[ECF No. 1296]**
G. Affidavit of Service **[ECF No. 1034]**
H. Supplemental Affidavit of Service **[ECF No. 1308]**

Status: This matter is going forward on a contested basis with respect to the Objection of Qazim B. Krasniqi **[ECF No. 1187]** and on an uncontested basis with respect to all other parties.

7. Motion of GA Capital for Order Shortening Notice Period With Respect to Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4) **[ECF No. 1103]**

Response Deadline: December 17, 2018 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

8. Application of GA Capital for Allowance and Payment of Fees and Expenses Pursuant to Bankruptcy Code Sections 503(b)(3)(D) and 503(b)(4) **[ECF No. 1102]**

Response Deadline: December 17, 2018 at 4:00 p.m.

Responses Filed:

- A. Debtors' Objection **[ECF No. 1264]**
- B. Joinder of the Official Committee of Unsecured Creditors to Debtors' Response **[ECF No. 1279]**

Related Documents:

- C. Motion of GA Capital for Order Shortening Notice **[ECF No. 1103]**
- D. Notice of Filing of Revised Proposed Order **[ECF No. 1179]**
- E. Omnibus Reply of GACP II, L.P. in Support of Application of GA Capital **[ECF No. 1347]**

Status: This matter is going forward on a contested basis.

9. Motion for Relief from Stay by Joyce Franklin **[ECF No. 383]**

Response Deadline: December 13, 2018 at 4:00 p.m.

Response Filed:

- A. Debtors' Objection **[ECF No. 1198]**

Related Document:

- B. Reply of Joyce Franklin **[ECF No. 1244]**

Status: This matter is going forward on a contested basis.

10. Notice of Motion and Motion of Community Unit School District 300 for Relief From the Automatic Stay or, in the Alternative, for Abstention **[ECF No. 652]**

Response Deadline: December 13, 2018 at 4:00 p.m.

Response Filed:

- A. Debtors' Objection **[ECF No. 1280]**

Related Document:

- B. Affidavit of Susan Harkin (in Support of Motion) **[ECF No. 1321]**

Status: This matter is going forward solely as a status conference.

11. Motion for Relief from Stay or, in the Alternative, for an Order Compelling Assumption or Rejection of an Executory Contract by Luxottica Retail North America Inc. **[ECF No. 981]**

Response Deadline: December 13, 2018 at 4:00 p.m.

Response Filed:

- A. Debtors' Objection **[ECF No. 1241]**

Related Document:

- B. Luxottica Retail North America Inc.'s Reply to the Debtors' Objection **[ECF No. 1322]**

Status: This matter is going forward on a contested basis.

IV. ADJOURNED MATTERS:

12. Motion of David and Judith Deeds for Relief from the Automatic Stay **[ECF No. 697]**

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

13. Motion of Michael & Margaret Reheis for Relief from the Automatic Stay [ECF No. 849]

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

14. Motion to Confirm Termination or Absence of Stay Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease [ECF No. 932]

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

15. Motion of Greenhorn Ventures LLC for Order (I) Compelling the Debtor to Reject a Non-residential Real Property Lease Pursuant to 11 U.S.C. §365(d)(2); or in the Alternative (II) Establishing a Deadline by Which the Debtor Must Assume and Cure all Defaults or Reject the Lease; and (III) Modifying the Automatic Stay to Permit Greenhorn Venture to Pursue its Rights, Including those Related to the Debtors Continuing Defaults under the Lease Pursuant to 11 U.S.C. §362(d)(1) together exhibits [ECF No. 969]

Response Deadline: January 11, 2018 at 4:00 p.m.

Response Filed:

A. Debtors' Objection [ECF No. TBD]

Related Document:

B. Supplement to Motion of Greenhorn Ventures LLC and in Opposition to Debtors' Request for an Adjournment of the Motion [ECF No. 1220]

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

16. Motion of U.S. Nonwovens Corp. Seeking Entry of and Order Allowing Administrative Expense Claim Pursuant to 11 U.S.C. Section 503(b)(9) [ECF No. 978]

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

17. Motion of Mario Aliano for Relief from the Automatic Stay to Allow Civil Litigation on Appeal to Proceed [ECF No. 987]

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

18. Motion for Relief from Stay to Allow Civil Litigation in Action (1) and for Action, (2) To Proceed, and for the Parties to Proceed with Alternative Dispute Resolution (ADR) and Settlement Negotiations to which had Begun Since July 27, 2018, with Certificate of Service [ECF No. 1006]

Response Deadline: January 11, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents: None.

Status: This matter has been adjourned to January 18, 2019 at 10:00 a.m.

Dated: December 19, 2018
New York, New York

/s/ Sunny Singh
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